

**HELM-PACIFIC LEASING**  
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

October 30, 1998

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

NOV 3 '98

1-38 PM



RE: Termination of Lease of Railroad Equipment dated September 30, 1998 by  
Helm-Pacific Leasing ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: Atlantic of New York, Inc.  
c/o Brambles U.S.A.  
400 North Michigan Avenue, Suite 610  
Chicago, IL 60611

Equipment: Ninety-eight (98) railcars as more fully  
described in Schedule A to the Lease Termination  
attached hereto.

Previous STB Filing: Memorandum of Lease of Railroad Equipment filed  
on March 8, 1995 at 3:00 P.M. under Recordation  
No. 19286.

Please file this Lease Termination as a supplementary document and return **two (2)** stamped originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (3)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

DATE: 11/3/98

Alison Drain  
Helm Financial Corporation  
One Embarcadero Center, Ste. 3700  
San Francisco, CA., 94111

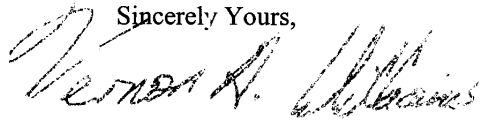
Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 11/3/98 at 1:38 PM , and

assigned recordation number(s). 21768, 21769, 18250-B, 18871-A, 19286-C, 19875-A.  
19940-A, 19981-B, 20537-A and 2156C-A.

Sincerely Yours,

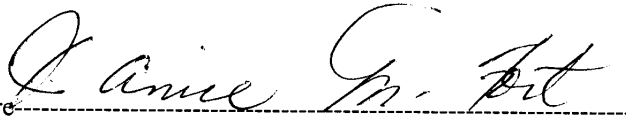


Vernon A. Williams

Enclosure(s)  
260.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 19286 FILED

TERMINATION OF LEASE

NOV 3 '98

1-38 PM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of September 30, 1998 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of November 1, 1994, as amended ("Lease"), with **Atlantic of New York, Inc.**, a Delaware corporation, with respect to the ninety-eight (98) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation (f.k.a. the Interstate Commerce Commission) under STB Recordation No. 19286 filed on March 8, 1995 at 3:00 p.m.

The Lease was terminated on June 9, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM-PACIFIC LEASING

By: Helm Pacific Corporation  
a General Partner

aw) By: David R. Eckles

Print Name: David R. Eckles

Title: President

By: Union Pacific Venture Leasing, Inc.,  
a General Partner

By: Eric L. Butler

Print Name: Eric L. Butler

Title: President

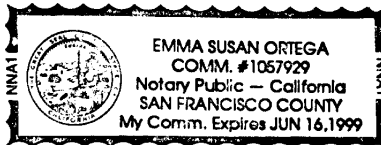
aw

STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On October 29, 1998, before me, Emma S. Ortega  
personally appeared David R. Eckles, President of **HELM-PACIFIC LEASING**,

☒ personally known to me    -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



Witness my hand and official seal.

[NOTARIAL SEAL]

Emma Susan Ortega  
SIGNATURE OF THE NOTARY

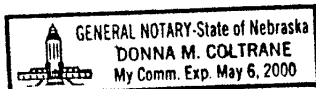
STATE OF NEBRASKA                    )  
  ) S.S.  
COUNTY OF DOUGLAS                 )

On this 28<sup>th</sup> day of October, 1998, before me, Donna M. Coltrane  
personally appeared Eric L. Butler, President of **UNION PACIFIC VENTURE  
LEASING, INCORPORATED**,

☒ personally known to me    -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.

Witness my hand and official seal.



Donna M. Coltrane  
SIGNATURE OF THE NOTARY

and

SCHEDULE A

To the Termination of Lease dated as of September 30, 1998

Description of the Units:

Ninety-eight (98), 60', 100-ton boxcars with inside height of at least 10'9".

| <u>Unit Number</u> | <u>Unit Number</u> | <u>Unit Number</u> | <u>Unit Number</u> |
|--------------------|--------------------|--------------------|--------------------|
| AWDX 101           | AWDX 133           | AWDX 164           | AWDX 316           |
| AWDX 102           | AWDX 134           | AWDX 165           | AWDX 317           |
| AWDX 103           | AWDX 135           | AWDX 169           | AWDX 318           |
| AWDX 104           | AWDX 137           | AWDX 167           | AWDX 320           |
| AWDX 105           | AWDX 138           | AWDX 168           | AWDX 322           |
| AWDX 107           | AWDX 139           | AWDX 170           | AWDX 325           |
| AWDX 108           | AWDX 140           | AWDX 171           | AWDX 326           |
| AWDX 109           | AWDX 142           | AWDX 172           | AWDX 327           |
| AWDX 110           | AWDX 143           | AWDX 173           | AWDX 328           |
| AWDX 112           | AWDX 144           | AWDX 174           | AWDX 329           |
| AWDX 113           | AWDX 145           | AWDX 177           | AWDX 330           |
| AWDX 115           | AWDX 146           | AWDX 179           | AWDX 331           |
| AWDX 118           | AWDX 147           | AWDX 181           | AWDX 332           |
| AWDX 119           | AWDX 148           | AWDX 182           | AWDX 333           |
| AWDX 120           | AWDX 151           | AWDX 183           | AWDX 335           |
| AWDX 121           | AWDX 152           | AWDX 184           | AWDX 336           |
| AWDX 122           | AWDX 153           | AWDX 185           | AWDX 338           |
| AWDX 123           | AWDX 154           | AWDX 189           | AWDX 341           |
| AWDX 125           | AWDX 155           | AWDX 300           | AWDX 342           |
| AWDX 126           | AWDX 156           | AWDX 301           | AWDX 343           |
| AWDX 127           | AWDX 157           | AWDX 303           | AWDX 344           |
| AWDX 128           | AWDX 159           | AWDX 307           | AWDX 346           |
| AWDX 129           | AWDX 160           | AWDX 308           | AWDX 348           |
| AWDX 130           | AWDX 161           | AWDX 309           |                    |
| AWDX 131           | AWDX 163           | AWDX 314           |                    |

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